

1 KELLY M. KLAUS (SBN 161091)
 kelly.klaus@mto.com
 2 BLANCA F. YOUNG (SBN 217533)
 blanca.young@mto.com
 3 TERESA A. REED DIPPO (SBN 315960)
 teresa.reeddippo@mto.com
 4 MUNGER, TOLLES & OLSON LLP
 560 Mission Street, 27th Floor
 5 San Francisco, California 94105-2907
 Telephone: (415) 512-4000
 6 Facsimile: (415) 512-4077
 7 GINGER D. ANDERS (*pro hac vice*)
 ginger.anders@mto.com
 8 MUNGER, TOLLES & OLSON LLP
 601 Massachusetts Ave. NW, Suite 500 East
 9 Washington, DC 20001-5369
 Telephone: (202) 220-1100
 10 Facsimile: (202) 220-2300
 11 GLENN D. POMERANTZ (SBN 112503)
 glenn.pomerantz@mto.com
 12 ERIN J. COX (SBN 267954)
 erin.cox@mto.com
 13 JOHN L. SCHWAB (SBN 301386)
 john.schwab@mto.com
 14 MUNGER, TOLLES & OLSON LLP
 350 South Grand Avenue, 50th Floor
 15 Los Angeles, California 90071-3426
 Telephone: (213) 683-9100
 16 Facsimile: (213) 687-3702

17 *Attorneys for Defendants*

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 OAKLAND DIVISION

REARDEN LLC et al.,
 Plaintiffs,

vs.

THE WALT DISNEY COMPANY et al.,
 Defendants,

REARDEN LLC et al.,
 Plaintiffs,

vs.

TWENTIETH CENTURY FOX FILM
 CORPORATION et al.,
 Defendants.

Case Nos. 4:17-cv-04006-JST
 4:17-cv-04191-JST

**REDACTED VERSION OF DOCUMENT
 SOUGHT TO BE SEALED**

**DECLARATION OF MIMI STEELE IN
 SUPPORT OF DEFENDANTS' MOTIONS
 FOR SUMMARY JUDGMENT ON
 CAUSAL NEXUS ISSUE**

Judge: Hon. Jon S. Tigar
 Date: To be set
 Time: To be set

Ctrm.: 6 (2nd Floor)

Case Nos. 17-cv-04006, 17-cv-04191

DECLARATION OF MIMI STEELE

1 I, Mimi Steele, hereby declare:

2 1. I am a Vice President, Visual Effects at Walt Disney Pictures Productions, LLC
3 (“WDPP”). The facts stated in this Declaration are based upon my personal knowledge, my
4 review of the books and records of WDPP, or information provided to me in my capacity as Vice
5 President, Visual Effects at WDPP and, if called to testify, I could and would competently testify
6 thereto.

7 2. An affiliate of WDPP produced *Beauty and the Beast*, which was released by Walt Disney
8 Pictures. On behalf of WDPP, I consulted on the visual effects used in connection with *Beauty*
9 *and the Beast*. WDPP did not produce *Beauty and the Beast*, and I was not the general visual
10 effects supervisor for *Beauty and the Beast*. One of my core responsibilities was to identify talent
11 to serve as the visual effects producer for the motion picture and to work with them to set a budget
12 for visual effects. The person selected was Steve Gaub, an independent contractor hired by the
13 WDPP affiliate that produced *Beauty and the Beast*. Mr. Gaub worked with visual effects vendors
14 to schedule and budget for visual effects in connection with *Beauty and the Beast*.

15 3. I suggested that Mr. Gaub consider Digital Domain 3.0, Inc. (“DD3”) as a visual effects
16 vendor for *Beauty and the Beast*. My reason for doing so was largely based on what I viewed as
17 the impressive capabilities of DD3’s proprietary software, Direct Drive. I had previously been
18 shown a demo reel of DD3’s Direct Drive technology and immediately saw its advantages: the
19 technology could do a significant amount of the animation needed to transform the output of a
20 facial capture, reducing the total amount of hand animation required. I viewed the initial step of
21 facial capture as something that was interchangeable among various vendors—it was the
22 capabilities of Direct Drive that I thought set DD3 apart.

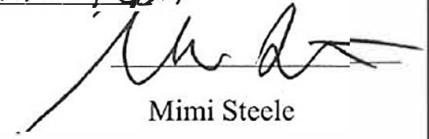
23 4. DD3 was hired to provide a range of visual effects services, including facial motion
24 capture services for the Beast. Mr. Gaub and David Feinsilber, another independent contractor
25 hired as the production manager for visual effects, worked with DD3. The first time I can recall
26 seeing an animated version of the Beast, it was a grey-shaded model. I was later shown an
27 animated version of the Beast that included fur. By adding the fur to the Beast’s face, the facial
28 expressions (especially nuanced expressions) were largely lost. The animators needed to go back

1 and exaggerate the Beast's expressions and further refine the model so that, for example, a smile
2 would read correctly as a smile.

3 5. The total visual effects budget for *Beauty and the Beast* was approximately [REDACTED] million.
4 DD3 was paid approximately [REDACTED] million for its visual effects work on the motion picture. I was
5 able to locate one payment to DD3 of [REDACTED] described as for facial motion capture scanning, but
6 was not able to locate any invoice from DD3 for use of the MOVA Contour system.

7 6. I declare under penalty of perjury that the foregoing is true and correct.

8 Executed this 27 day of Feb 2019 at Burbank, CA

9
10 
Mimi Steele

11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28